

RECORDATION NO. 26786-B FILED

FEB 01 '07 -8 4 5 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 1, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of July 11, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26786.

The names and addresses of the parties to the enclosed document are:

Lessee: Wellman, Inc.
1041 521 Corporate Center Drive
Fort Mill, NC 29715

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Mr. Vernon A. Williams
February 1, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

83 railcars within the series AEX 5560 – AEX 6694 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26786-B FILED

FEB 01 '07 -8 4 5 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 11th day of July, 2006, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at 1041 521 Corporate Center Drive, Fort Mill, South Carolina 29715 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated July 7, 1993 (the "Master Lease"), and Deal #R00725 dated as of June 19, 2006 (the "Schedule"), whereby Lessor leases to Lessee eighty-three (83) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed

Name: Barbara Rucker

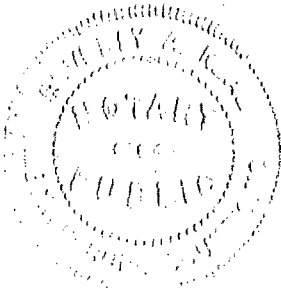
Title: Logistics and Customer Service Manager

Date: 7/11/06

STATE OF North Carolina

COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 11 day of July, 2006, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.



Lauren J. Neal
Notary Public
My Commission Expires February 28, 2009

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

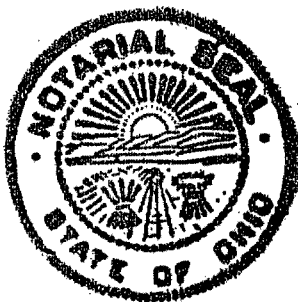
Date: 7/14/08

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 14th day of July, 2008, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dible
Notary Public



JULIE ANN DIBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

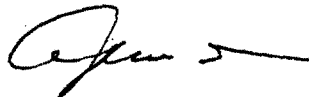
EXHIBIT A								
Eighty-Three (83) Covered Hoppers								
1	AEX	5560	29	AEX	5657	57	AEX	6447
2	AEX	5561	30	AEX	5661	58	AEX	6448
3	AEX	5562	31	AEX	5665	59	AEX	6449
4	AEX	5563	32	AEX	5670	60	AEX	6450
5	AEX	5564	33	AEX	5672	61	AEX	6451
6	AEX	5565	34	AEX	5673	62	AEX	6453
7	AEX	5567	35	AEX	5681	63	AEX	6454
8	AEX	5571	36	AEX	5682	64	AEX	6456
9	AEX	5574	37	AEX	6301	65	AEX	6457
10	AEX	5577	38	AEX	6416	66	AEX	6458
11	AEX	5580	39	AEX	6417	67	AEX	6459
12	AEX	5582	40	AEX	6418	68	AEX	6460
13	AEX	5584	41	AEX	6420	69	AEX	6461
14	AEX	5588	42	AEX	6421	70	AEX	6462
15	AEX	5589	43	AEX	6423	71	AEX	6465
16	AEX	5594	44	AEX	6424	72	AEX	6466
17	AEX	5601	45	AEX	6425	73	AEX	6467
18	AEX	5606	46	AEX	6426	74	AEX	6468
19	AEX	5613	47	AEX	6427	75	AEX	6469
20	AEX	5615	48	AEX	6428	76	AEX	6471
21	AEX	5621	49	AEX	6430	77	AEX	6474
22	AEX	5624	50	AEX	6438	78	AEX	6475
23	AEX	5632	51	AEX	6439	79	AEX	6476
24	AEX	5637	52	AEX	6440	80	AEX	6478
25	AEX	5645	53	AEX	6441	81	AEX	6481
26	AEX	5648	54	AEX	6443	82	AEX	6491
27	AEX	5649	55	AEX	6445	83	AEX	6694
28	AEX	5655	56	AEX	6446			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/1/07



Robert W. Alvord